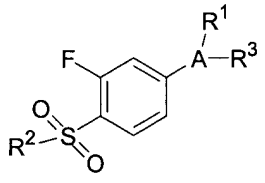
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING OF CLAIMS:

Claim 1 (currently amended): A compound of Formula I:



I

wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl,

alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that (a) A is not pyrrolyl, and (b) A is not oxazolyl other than oxazolonyl;

provided that when R^1 is 4-bromophenyl: (a) A is not pyrazolyl when R^2 is methyl and R^3 is hydrogen, cyano, trifluoromethyl or ethoxycarbonyl; (b) A is not imidazolyl when R^3 is trifluoromethyl; (c) A is not isoxazolyl when R^3 is methyl; and (d) A is not 2-furanonyl when R^3 is hydrogen; and

provided that when R^1 is 3-methyl-4-bromophenyl, R^2 is methyl and R^3 is trifluoromethyl, A is not imidazolyl.

Claim 2 (previously presented): Compound of Claim 1 wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl,

hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

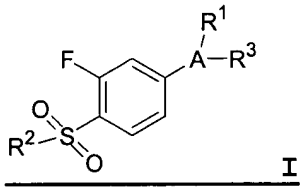
or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claim 3 (original): Compound of Claim 2 wherein A is a 5- or 6-member ring substituent selected from partially saturated or

unsaturated heterocyclic rings.

Claim 4 (original): Compound of Claim 2 wherein A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated carbocyclic rings.

Claim 5 (currently amended): ~~Compound of Claim 2~~ **A compound of Formula I:**



I

wherein

A is a radical selected from the group consisting of thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, oxooxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl,

C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

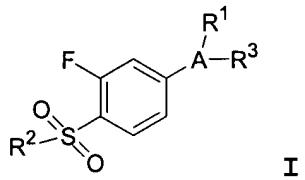
provided that when R^1 is 4-bromophenyl: (a) A is not pyrazolyl when R^2 is methyl and R^3 is hydrogen, cyano, trifluoromethyl or ethoxycarbonyl; (b) A is not imidazolyl when R^3 is trifluoromethyl; (c) A is not isoxazolyl when R^3 is methyl; and (d) A is not 2-furanonyl when R^3 is hydrogen; and

provided that when R^1 is 3-methyl-4-bromophenyl, R^2 is methyl and R^3 is trifluoromethyl, A is not imidazolyl.

Claim 6 (currently amended): Compound of Claim ~~[[2]]~~ 5 wherein A is a radical selected from the group consisting of thienyl,

furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl.

Claim 7 (currently amended): ~~Compound of Claim 2~~ **A compound of Formula I:**



I

wherein

A is a radical selected from the group consisting of thienyl, furanone, isoxazolyl, pyrazolyl, cyclopentenyl and pyridinyl;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-

alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that when R^1 is 4-bromophenyl: (a) A is not pyrazolyl when R^2 is methyl and R^3 is hydrogen, cyano, trifluoromethyl or ethoxycarbonyl; (b) A is not isoxazolyl when R^3 is methyl; and (c) A is not 2-furanonyl when R^3 is hydrogen.

Claims 8-10 (cancelled).

Claim 11 (original): Compound of Claim 6 wherein R^1 is optionally substituted phenyl.

Claim 12 (previously presented): Compound of Claim 6 wherein R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl,

difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

Claim 13 (previously presented): Compound of Claim 6 wherein R^3 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 14 (previously presented): Compound of Claim 6 wherein R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo,

methoxy and methylthio; and

R^3 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 15 (previously presented): Compound of Claim 6 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

R^3 is a radical selected from the group consisting of hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

Claim 16 (previously presented): Compound of Claim 15 wherein

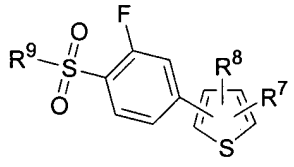
R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals

selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

R^3 is a radical selected from the group consisting of hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

Claims 17-30 (cancelled).

Claim 31 (currently amended): A compound of ~~Claim 1 having~~ Formula III:



III

wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl,

N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claim 32 (previously presented): Compound of Claim 31 wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-

alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claims 33-34 (cancelled).

Claim 35 (original): Compound of Claim 32 wherein R^7 is optionally substituted phenyl.

Claim 36 (previously presented): Compound of Claim 32 wherein R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

Claim 37 (previously presented): Compound of Claim 32 wherein R^8

is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 38 (previously presented): Compound of Claim 32 wherein:

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^8 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl,

phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 39 (cancelled).

Claim 40 (previously presented): Compound of Claim 32 wherein:

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

R^8 is a radical selected from the group consisting of hydrido, halogen, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

Claim 41 (previously presented): Compound of Claim 32 wherein

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, iodo and methoxy; and

R^8 is a radical selected from the group consisting of

hydrido, chloro, fluoro, bromo, cyano, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

Claims 42-91 (cancelled).

Claim 92 (original): A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 1.

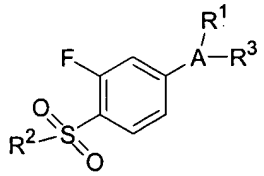
Claim 93 (currently amended) A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim **[[17]]** **5**.

Claim 94 (original): A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 31.

Claim 95 (currently amended): A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim **[[42]]** **7**.

Claims 96-98 (cancelled).

Claim 99 (previously presented): A method of treating inflammation, said method comprising administering to the subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of Formula I



I

wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

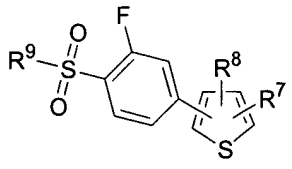
R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claim 100 (cancelled).

Claim 101 (currently amended): ~~The method of Claim 99 wherein the compound corresponds to~~ **A method of treating inflammation, said method comprising administering to the subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of** Formula III:



III

wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl,

aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claims 102-105 (cancelled).

Claim 106 (original): The method of Claim 99 for use in the treatment of inflammation.

Claim 107 (original): The method of Claim 99 for use in the treatment of an inflammation-associated disorder.

Claim 108 (original): The method of Claim 107 wherein the inflammation-associated disorder is arthritis.

Claim 109 (original): The method of Claim 107 wherein the inflammation-associated disorder is pain.

Claim 110 (original): The method of Claim 107 wherein the inflammation-associated disorder is fever.

Claim 111 (original): A method of treating cancer, said method comprising administering to the subject having or susceptible to such cancer, a therapeutically-effective amount of a compound of Claim 99.

Claim 112 (original): The method of Claim 111 wherein the compound is administered intravenously.

Claim 113 (original): The method of Claim 111 wherein the compound is administered intramuscularly.

Claim 114 (new): The method of Claim 101 for use in the treatment of inflammation.

Claim 115 (new): The method of Claim 101 for use in the treatment of an inflammation-associated disorder.

Claim 116 (new): The method of Claim 115 wherein the inflammation-associated disorder is arthritis.

Claim 117 (new): The method of Claim 115 wherein the inflammation-associated disorder is pain.

Claim 118 (new): The method of Claim 115 wherein the inflammation-associated disorder is fever.

Claim 119 (new): A method of treating cancer, said method comprising administering to the subject having or susceptible to such cancer, a therapeutically-effective amount of a compound of Claim 101.

Claim 120 (new): The method of Claim 119 wherein the compound is

administered intravenously.

Claim 121 (new): The method of Claim 119 wherein the compound is administered intramuscularly.

Claim 122 (new): Compound of Claim 31 selected from the group consisting of

3-phenyl-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-chlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-chlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-bromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-bromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-fluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-fluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-methylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-methylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-cyanophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-cyanophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-trifluoromethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-trifluoromethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-trifluoromethoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-trifluoromethoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,4-dichlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,4-dibromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,4-difluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,5-dichlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,5-dibromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,5-difluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,4-dimethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3,5-dimethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-methyl-4-chlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-methyl-3-chlorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-methyl-4-fluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-methyl-3-fluorophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-methyl-4-bromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-methyl-3-bromophenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-methyl-4-trifluoromethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]-thiophene;

3-(4-methyl-3-trifluoromethylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]-thiophene;

3-(3-methyl-4-trifluoromethoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]-thiophene;

3-(4-methyl-3-trifluoromethoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]-thiophene;

3-(3-cyano-4-methylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-cyano-3-methylphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-chloro-4-methoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-chloro-3-methoxyphenyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(2-methylpyridin-6-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(2-methylthiazol-4-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(4-methylthiazol-2-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(2-methylpyridin-3-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(2-methylpyridin-3-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(3-pyridinyl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(5-methylpyridin-3-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-(2-methylpyridin-3-yl)-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-cyclohexyl-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

3-cyclopentyl-4-[3-fluoro-4-(methylsulfonyl)phenyl]thiophene;

2-fluoro-4-[4-phenyl-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-chlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-chlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-bromophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-bromophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-fluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-fluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-methylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-methylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-cyanophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-cyanophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-trifluoromethylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-trifluoromethylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-trifluoromethoxyphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-trifluoromethoxyphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,4-dichlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,4-dibromophenyl)-3-thiophenyl]benezenesulfonamide

2-fluoro-4-[4-(3,4-difluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,5-dichlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,5-dibromophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,5-difluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,4-dimethylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3,5-dimethylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-methyl-4-chlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-methyl-3-chlorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-methyl-4-fluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-methyl-3-fluorophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-methyl-4-bromophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-methyl-3-bromophenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-methyl-4-trifluoromethylphenyl)-3-thiophenyl]benezene-sulfonamide;

2-fluoro-4-[4-(4-methyl-3-trifluoromethylphenyl)-3-thiophenyl]benezene-sulfonamide;

2-fluoro-4-[4-(3-methyl-4-trifluoromethoxyphenyl)-3-thiophenyl]benezene-sulfonamide;

2-fluoro-4-[4-(4-methyl-3-trifluoromethoxyphenyl)-3-thiophenyl]benezene-sulfonamide;

2-fluoro-4-[4-(3-cyano-4-methylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-cyano-3-methylphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-chloro-4-methoxyphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-chloro-3-methoxyphenyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(2-methylpyridin-6-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(2-methylthiazol-4-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(4-methylthiazol-2-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(2-methylpyridin-3-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(2-methylpyridin-3-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(3-pyridinyl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-(5-methylpyridin-3-yl)-3-thiophenyl]benezenesulfonamide;

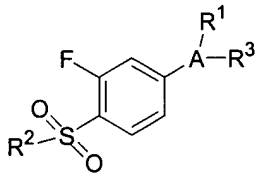
2-fluoro-4-[4-(2-methylpyridin-3-yl)-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-cyclohexyl-3-thiophenyl]benezenesulfonamide;

2-fluoro-4-[4-cyclopentyl-3-thiophenyl]benezenesulfonamide;

and the pharmaceutically-acceptable salts, tautomers and prodrugs thereof.

Claim 123 (new): A method of treating inflammation, said method comprising administering to the subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of Formula I:



I

wherein

A is a radical selected from the group consisting of thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, oxooxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

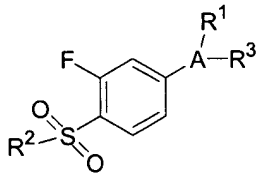
R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl,

phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claim 124 (new): A method of treating inflammation, said method comprising administering to the subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of Formula I:



I

wherein

A is a radical selected from the group consisting of thienyl, furanone, isoxazolyl, pyrazolyl, cyclopentenyl and pyridinyl;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl,

hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.